OCEANFIRST FINANCIAL CORP

Form 4

March 20, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

(Street)

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Name and Address of Reporting Person Lebel Joseph III	n * 2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	OCEANFIRST FINANCIAL CORP [OCFC]	(Check all applicable)			
(Last) (First) (Middle	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give titleX Other (specify			
975 HOOPER AVENUE	03/18/2015	below) below)			

er (specify 03/16/2013 EVP, CLO, OceanFirst Bank 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

TOMS RIVER, NJ 08754

(City)	(State)	Zip) Table	e I - Non-D	erivative :	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/18/2015		A	2,055	A	\$0	12,200	D (1)	
Common Stock							9,155	I	By 401(k)
Common Stock							5,775	I	By Esop (2)
Common Stock							631	I	By Matching ESOP (2) (3)
Common Stock							500	I	By Spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.37	03/18/2015		A	30,000	03/01/2016	03/18/2025	Common Stock	30,000
Stock Option (Right to Buy)	\$ 22.74					04/28/2007	04/28/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 20.25					03/02/2008	03/02/2017	Common Stock	4,500
Stock Option (Right to Buy)	\$ 16.81					02/20/2009	02/20/2018	Common Stock	7,088
Stock Option (Right to Buy)	\$ 10					02/17/2011	02/17/2020	Common Stock	9,925
Stock Option (Right to Buy)	\$ 13.87					02/18/2012	02/18/2021	Common Stock	10,125
Stock Option (Right to Buy)	\$ 13.83					02/15/2013	02/15/2022	Common Stock	10,125

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Stock Option (Right to Buy)	\$ 14.62	02/15/2014	02/15/2023	Common Stock	11,250
Stock Option (Right to Buy)	\$ 14.55	06/17/2014	06/17/2023	Common Stock	11,250
Stock Option (Right to Buy)	\$ 17.75	03/01/2015	03/19/2024	Common Stock	24,375

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754

EVP, CLO, OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney

03/20/2015

Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2016. Total includes other restricted shares that vest in the future.
- (2) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (3) Represents shares acquired under the OceanFirst Bank Matching Contribution Employee Stock Ownership Plan established as part of a spin-off from the OceanFirst Employee Stock Ownership Plan effective December 27, 2006
- (4) Options vest in five equal annual installments beginning on the date first exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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